

REMARKS

Claims 1-31 were rejected under 35 USC §112, second paragraph, as being indefinite. Claims 1, 6, 8 and 22 were rejected under 35 USC §102(b) as being anticipated by Giraldi et al. US 3,074,943. Claims 1, 5-8, 22 and 30-31 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,097,205. Claims 1, 6 and 23 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,209,003. Claim 1 was rejected under 35 USC §102(b) as being anticipated by Fischer US 3,855,220. Claims 1, 6, 8-9 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Newton et al. US 5,062,882. Claims 1, 6 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Riebel et al. US 6,284,710.

Claims 1-31 were rejected under 35 USC §112, second paragraph, as being indefinite. Claims 1-29 were amended to clarify the invention. Applicants request reconsideration of the 35 USC §112, second paragraph, rejections in view of the amended Claims.

Claims 1, 6, 8 and 22 were rejected under 35 USC §102(b) as being anticipated by Giraldi et al. US 3,074,943. Applicants request reconsideration of the rejection in view of the amended proviso language in Claim 1 which eliminates compounds of Giraldi et al.

Claims 1, 5-8, 22 and 30-31 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,097,205. Applicants request reconsideration of the rejection in view of the amended proviso language in Claim 1 which eliminate the compounds of Cutler et al.

Claims 1, 6 and 23 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,209,003. Applicants request reconsideration of the rejection in view of the amended proviso language in Claim 1 and 17 which eliminate compounds where R¹ and R² are both unsubstituted phenyl.

Claim 1 was rejected under 35 USC §102(b) as being anticipated by Fischer US 3,855,220. Applicants request reconsideration of the rejection in view of the amended proviso language in Claims 1 which eliminate compounds where R¹ and R² are both 1-alkylsubstituted pyridinium.

Claims 1, 6, 8-9 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Newton et al. US 5,062,882. Newton describes tri-substituted triazines as herbicides (weed killers). There is no teaching as to the desirability of these compounds as pharmaceuticals, much less as kinase inhibitors. The pattern of preferences established by this reference also teaches away from the compounds of the current invention. The biological data described in Table 3 indicates that there was a substantial decrease in activity when R¹ is not methoxy (Examples 8-11). Therefore, assuming a medicinal chemist would look at herbicidal art, they would be taught away from the compounds of the

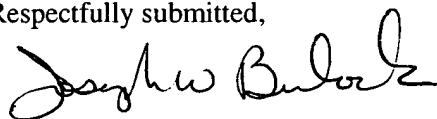
present invention. Applicants contend that Newton et al. do not render obvious the disubstituted triazines of the present invention.

Claims 1, 6 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Riebel et al. US 6,284,710 (the "'710" patent). Riebel et al. describe triazines as herbicides (weed killers). There is no teaching as to the desirability of these compounds as pharmaceuticals, much less as kinase inhibitors. In addition, the pre-emergent and post-emergent "spray and pray" test results provided in Tables A-B teach one skilled in agricultural chemistry away from the present invention. Examples 7, 11 and 52 were the only compounds that didn't kill every plant species (both crop and weed). This indicates that the "Z-substituent" was important for controlling non-specific toxicity, and that haloalkyl and methylthio substituents were most preferred "Z-substituents". Thus Riebel et al. teach away from the disubstituted triazines of the present invention. Applicants contend that the '710 patent does not render obvious the disubstituted triazines of the present invention.

In view of the above, none of the references, taken singly or in any combination, describes or suggests compounds of the present invention. Applicants therefore submit that the compounds of the present invention are not obvious in view of the cited prior art.

It is therefore respectfully submitted that Claims 1-29 are now in condition for allowance. Accordingly, allowance of Claims 1-29 are respectfully solicited.

Respectfully submitted,



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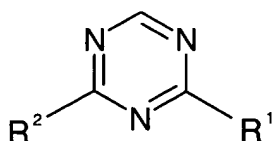
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In the Claims

Cancel claims 30-31, without prejudice.

Amend Claims 1-29, as follows:

1. (Amended) A compound having the formula:



wherein,

Each R¹ and R² is independently R³; R⁸; NHR³; NHR⁵; NHR⁶; NR⁵R⁵; NR⁵R⁶; SR⁵; SR⁶; SR³; OR⁵; OR⁶; OR³; C(O)R³; heterocyclyl optionally substituted with 1-4 independent R⁴ on each ring; or C1-C10 alkyl substituted with 1-4 independent R⁴;

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each n is independently 1 or 2;

Each m is independently 0, 1, 2, 3, or 4;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; haloalkyl; [CF₃]; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3

independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(\equiv N R^5)NR^5R^5$, or $S(O)_n R^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system [comprising] having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system [comprising] having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, $[CF_3]$, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted

with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, [CF₃]; OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

[Each R¹⁵ is independently H; CF₃; CN; COOR⁵; or C1-C10 alkyl substituted with 1-3 independent OR⁵, SR⁵, or NR⁵R⁵;]

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; haloalkyl; [CF₃]; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

[Each R¹⁷ is independently NR⁵R¹⁶; OR⁵; SR⁵; or halo;

Each R¹⁸ is independently C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; haloalkyl; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R¹⁹ is independently H or C1-C6 alkyl;

Each R^{20} is independently NR^5R^{18} , OR^5 , SR^5 ; or halo;

Each R^{21} is independently t-butyl, 4-carboxyphenyl, 4-carbomethoxyphenyl, or furyl substituted with 1-4 independent R^4 ;

Each R^{22} is independently C2-C9 alkyl substituted with 1-2 independent aryl, R^7 , or R^8 ;

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; haloalkyl; $[CF_3]$ SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

[Each R^{24} is independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each X is independently O or S;

Each V, W, Y, and Z is independently N or CR^4 ;

Each haloalkyl is independently a C1-C10 alkyl substituted with one or more halogen atoms, selected from F, Cl, Br, or I, [wherein the number of halogen atoms may not exceed that number that results in a] including perhaloalkyl [group];

Each aryl is independently a 6-carbon monocyclic, 10-carbon bicyclic or 14-carbon tricyclic aromatic ring system optionally substituted with 1-3 independent C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; R^9 ; halo; haloalkyl; $[CF_3]$ OR^{10} ; SR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $COOR^{10}$; NO_2 ; CN; $C(O)R^{10}$; $C(O)C(O)R^{10}$; $C(O)NR^{10}R^{10}$; $N(R^{10})C(O)NR^{10}R^{10}$; $N(R^{10})C(O)R^{10}$; $N(R^{10})S(O)_nR^{10}$; $N(R^{10})(COOR^{10})$;

NR¹⁰C(O)C(O)R¹⁰; NR¹⁰C(O)R⁹; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR⁹; NR¹²C(O)C(O)NR¹²R¹²; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; OC(O)R¹⁰; C1-C10 alkyl substituted with 1-3 independent R⁹, halo, CF₃, OR¹⁰, SR¹⁰, OC(O)R¹⁰, NR¹¹R¹¹, NR¹⁰R¹⁰, NR¹⁰R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰) (COOR¹⁰), S(O)_nNR¹⁰R¹⁰; R¹⁰; or C2-C10 alkenyl substituted with 1-3 independent R⁹, halo, CF₃, OR¹⁰, SR¹⁰, OC(O)R¹⁰, NR¹¹R¹¹, NR¹⁰R¹⁰, NR¹⁰R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰) (COOR¹⁰), S(O)_nNR¹⁰R¹⁰;

Each heterocyclyl is independently a 3-8 membered nonaromatic monocyclic, 8-12 membered nonaromatic bicyclic, or 11-14 membered nonaromatic tricyclic, ring system [comprising] having 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S; [and]

Each heteroaryl is independently a 5-8 membered aromatic monocyclic, 8-12 membered aromatic bicyclic, or 11-14 membered aromatic tricyclic ring system [comprising] having 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S; [.]

provided R¹ and R² are not both 1-alkylpyridinium, both 4-pyridyl or both morpholino;

further provided R¹ is not NH₂;

further provided R¹ and R² are not both hydroxy, methoxy, ethoxy or phenoxy;

further provided R¹ is not phenoxy, acetamino, or methylamino when R² is morpholino;

further provided R¹ is not methoxy or hydroxy when R² is 4-chlorophenylamino;

further provided R¹ is not phenoxy, methoxy or ethoxy when R² is 4-

aminophenylsulfonylamino;

further provided R¹ is not phenoxy when R² is 4-methylthiophenylamino or sulfanilamido;

and

further provided R¹ is not hydroxy when R² is hexylamino, phenylamino, 3-

methylphenylamino, 2-ethoxyphenylamino, 4-methylthiophenylamino, 2-

ethylsulfinylphenylamino, 3-propylsulfonylphenylamino, 4-acetylphenylamino, 4-

sulfamylphenylamino, 3-nitrophenylamino, 4-cyanophenylamino, 4-carboxyphenylamino, 4-

(acetamino)phenylamino, 4-biphenylamino, 1-naphthylamino, 4-pyridylamino, 2-

thiazolylamino, 4-quinolylamino, and 2-pyrimidinylamino.

2. (Amended) The compound of claim 1 wherein,

R^1 is independently R^3 ; [and]

R^2 is independently NHR^3 ; [.]

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$;

NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

3. (Amended) The compound of claim 1 wherein,

R¹ is independently heteroaryl optionally substituted with 1-4 independent R⁴ on each ring; [and]

R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰, NR¹⁰S(O)_nNR¹⁰R¹⁰, NR¹⁰S(O)_nR¹⁰, or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

4. (Amended) The compound of claim 1 wherein,

R¹ is independently phenyl optionally substituted with 1-5 independent R⁴; [and]

R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰;

OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵;

NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵;
NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵;
OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl,
R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

5. (Amended) The compound of claim 1 wherein,

Each R¹ and R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵;

OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

6. (Amended) The compound of claim 1 wherein,

R¹ is independently NHR⁵; [and]

R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

provided R¹ is not NH₂.

7. (Amended) The compound of claim 1 wherein,

R¹ is independently NHR⁶; [and]

R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

8. (Amended) The compound of claim 1 wherein,

R¹ is independently OR⁵; [and]

R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-

C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³.

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; provided R¹ is not methoxy or hydroxy when R² is 4-chlorophenylamino; further provided R¹ is not phenoxy, methoxy or ethoxy when R² is 4-aminophenylsulfonylamino; and

further provided R¹ is not phenoxy when R² is 4-methylthiophenylamino or sulfanilamide.

9. (Amended) The compound of claim 1 wherein,

R¹ is independently SR⁵; [and]

R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰;

OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰.

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹².

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰.

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³.

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

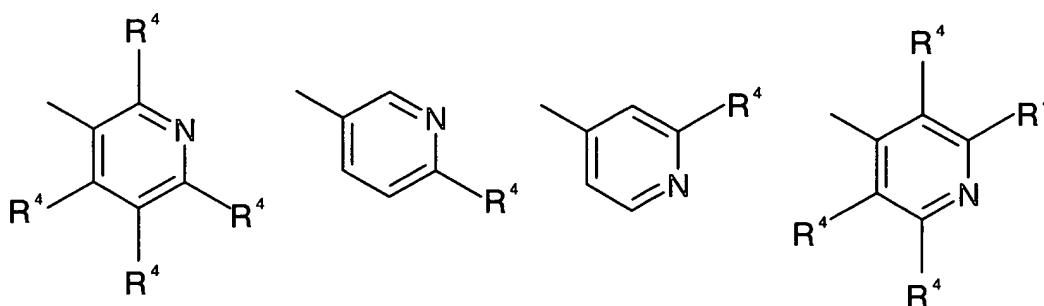
Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵;

NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵;
NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵;
OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl,
R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

10. (Amended) The compound of claim 1 wherein:

R² is independently NHR³; [and]

R¹ is one of the following groups:



Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent
R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-
C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵;
NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵;
S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸;
NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶;
OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3
independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-
C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3
independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷
or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_n
R⁵;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

11. (Amended) The compound of claim 1 wherein,

R¹ is independently heterocyclyl optionally substituted with 1-4 independent R⁴ on each ring, wherein said heterocyclyl is not unsubstituted piperidine; [and]

R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰;

OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵;

NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵;
NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵;
OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl,
R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

12. (Amended) The compound of claim 1 wherein,

Each R¹ is independently heteroaryl substituted with 1- 4 independent R⁴ on each ring, wherein said heteroaryl comprises at least one nitrogen heteroatom and said heteroaryl is attached at said nitrogen heteroatom; [and]

Each R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms

if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

13. (Amended) The compound of claim 1 wherein,

Each R¹ is independently heterocyclyl substituted with 1- 4 independent R⁴ on each ring, wherein said heterocyclyl is not unsubstituted piperidine, and said heterocyclyl comprises at least one nitrogen heteroatom and said heterocyclyl is attached at said nitrogen heteroatom; [and]

Each R² is independently NHR³; [.]

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸;

NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶;
OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3
independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-
C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3
independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷
or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_n
R⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹,
NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)
(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic,
or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms
if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or
S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be
substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10
alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵;
OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵;
NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3
independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic,
or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms
if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or
S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be
substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10
alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰;
OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or
C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;
C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-

3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

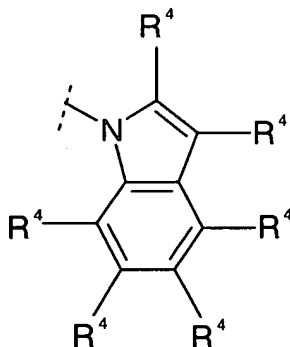
Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

14. (Amended) The compound of claim 1 wherein,

Each R^2 is independently NHR^3 ; [and]

Each R^1 is independently of the formula:



Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-

C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³.

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

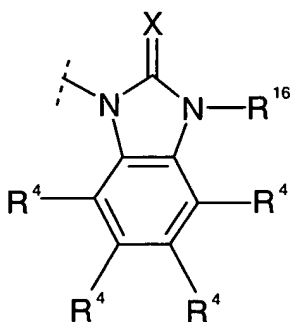
Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

15. (Amended) The compound of claim 1 wherein,

Each R² is independently NHR³; [and]

Each R¹ is independently of the formula:



Each X is independently O or S;

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms

if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸,

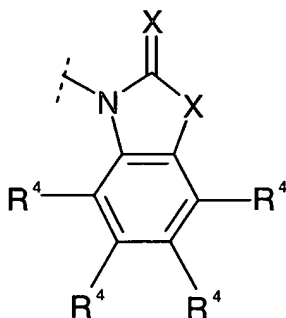
or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

16. (Amended) The compound of claim 1 wherein,

Each R^2 is independently NHR^3 ; [and]

Each R^1 is independently of the formula:



Each X is independently O or S;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3

independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

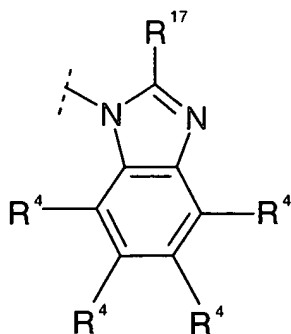
Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

17. (Amended) The compound of claim 1 wherein,

Each R² is independently NHR³; [and]

Each R¹ is independently of the formula:



Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or

S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

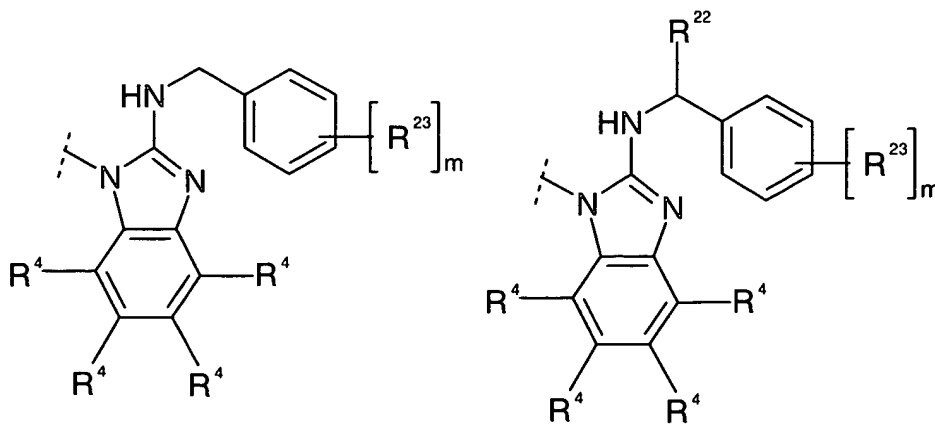
Each R^{16} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^{17} is independently NR^5R^{16} ; OR^5 ; SR^5 ; or halo; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

18. (Amended) The compound of claim 1 wherein,

Each R^1 is independently one of the following groups:



wherein m is 0, 1, 2, 3 or 4;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10

alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

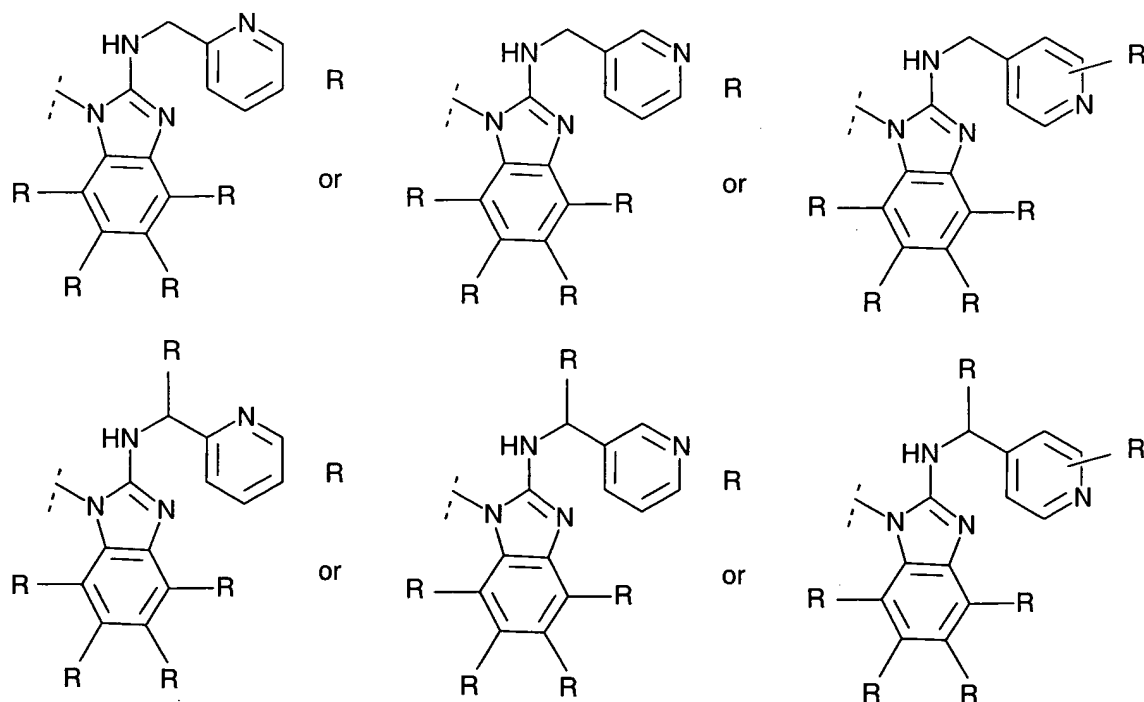
Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R²² is independently C2-C9 alkyl substituted with 1-2 independent aryl, R⁷, or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

19. (Amended) The compound of claim 1 wherein,

Each R¹ is independently



wherein m is 0, 1, 2, 3 or 4;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10

alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

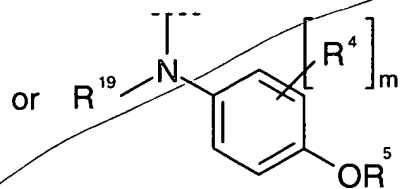
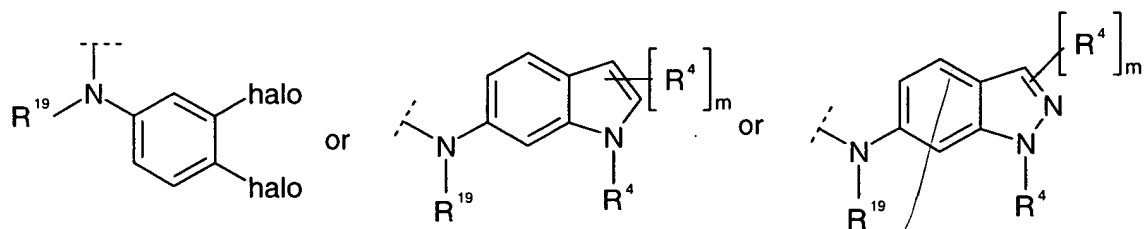
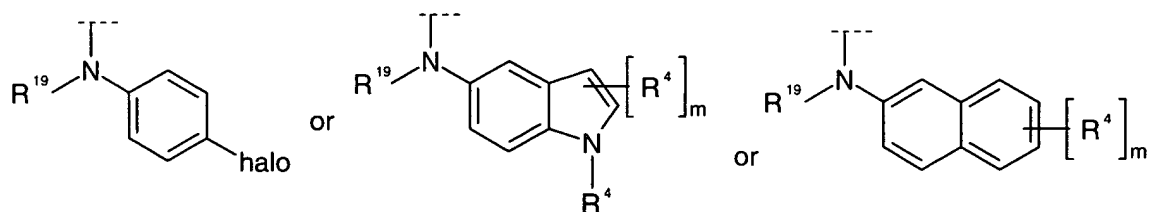
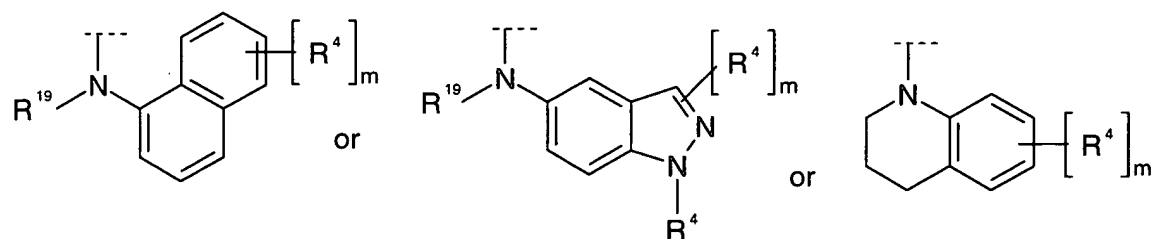
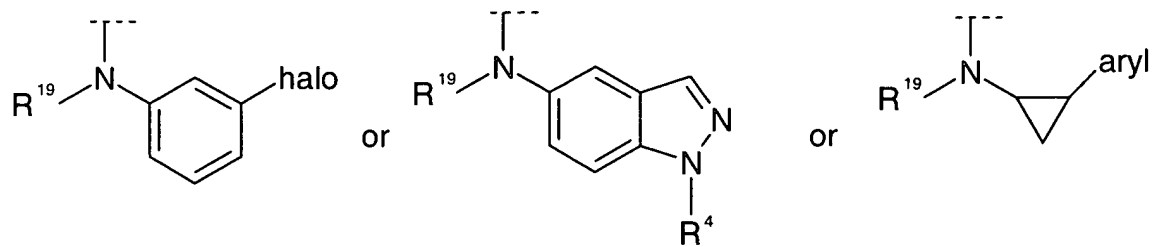
Each R²² is independently C2-C9 alkyl substituted with 1-2 independent aryl, R⁷, or R⁸;

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²⁴ is independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl.

20. (Amended) The compound of claim 1 wherein,

Each R¹ is independently one of the following:



wherein [the groups are as defined in claim 1.]

Each halo is selected from fluoro, chloro, bromo and iodo;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

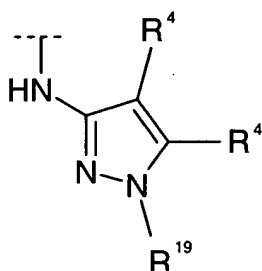
Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R¹⁹ is independently H or C1-C6 alkyl; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

21. (Amended) The compound of claim 1 wherein,

Each R^1 is independently



[wherein] Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³.

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R¹⁹ is independently H or C1-C6 alkyl; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸, or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

24. (Amended) A method of treating kinase-mediated disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

25. (Amended) A method of inhibiting kinase activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

26. (Amended) A method of treating disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

27. (Amended) A method of inhibiting angiogenesis or vasculogenesis activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.